

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

Case No.: 09-CV-1775

v.

Judge William J. Hibbler

THE NUTMEG GROUP, LLC,
RANDALL GOULDING,
DAVID GOULDING,

Magistrate Judge Ashman

Defendants,

DAVID GOULDING, INC., DAVID SAMUEL, LLC,
FINANCIAL ALCHEMY, LLC, PHILLY FINANCIAL, LLC,
SAM WAYNE, and ERIC IRRGANG

Relief Defendants.

**PLAINTIFF'S MOTION FOR ENTRY OF AGREED FINAL JUDGMENT
AS TO RELIEF DEFENDANT SAM WAYNE**

Plaintiff United States Securities and Exchange Commission (the “SEC”) respectfully moves this Court for entry of the proposed Final Judgment as to Relief Defendant Sam Wayne (“Final Judgment”), a copy of which is attached hereto as Exhibit 1. In support of its motion, the SEC states as follows:

1. On March 25, 2009, the SEC filed a Complaint alleging that Defendants The Nutmeg Group, LLC (“Nutmeg”) and Randall Goulding engaged in fraudulent activities in violation of the Investment Advisers Act of 1940 (the “Advisers Act”), and that Defendants Randall Goulding and David Goulding aided and abetted those activities. (*See* Docket No. 1) Among other things, the Complaint alleges that Defendants misappropriated assets belonging to

Nutmeg's advisory clients ("the Funds") by transferring them to certain related parties (the "Relief Defendants"), without disclosing those transfers to its investors, and used the Funds' assets to make undisclosed payments to the Relief Defendants, including Sam Wayne. (Docket No. 1 at ¶¶ 53-59) The SEC has alleged that the Relief Defendants were unjustly enriched by those transfers and payments, and should be compelled to return any compensation they received for holding or managing the Funds' assets. (*Id.* at Count IX, ¶¶ 109-111)

2. The SEC took the deposition of Sam Wayne in October, 2009 and has analyzed all of the relevant bank and brokerage account records. After the deposition, the SEC and counsel for Sam Wayne entered into settlement discussions and the parties have agreed to resolve the SEC's claim against Sam Wayne.

3. The proposed Final Judgment, among other things, orders Sam Wayne to pay \$3,337 in disgorgement and prejudgment interest to the Receiver for Nutmeg. The SEC does not seek a civil penalty against Sam Wayne or an order of injunctive relief.

4. Sam Wayne has executed a consent to the entry of the proposed Final Judgment, a copy of which is attached hereto as Exhibit 2.

5. The SEC's case will continue against the Defendants and the other Relief Defendants.

Dated: August 26, 2010

By: /s/ Andrew Shoenthal

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Plaintiff, the United States Securities and Exchange Commission

CERTIFICATE OF SERVICE

I hereby certify that, on August 26, 2010, I caused a copy of the foregoing **Plaintiff's Motion for Entry of Final Judgment as to Sam Wayne** to be served upon the following counsel by the Court's ECF system:

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/s/ Andrew Shoenthal

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